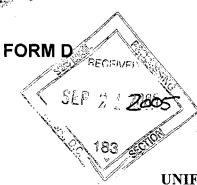
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Sky Capital Enterprises Inc. Class A Common Stock Units Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	⊠ ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Sky Capital Enterprises Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 110 Wall Street - 2nd Floor, New York, New York 10005	Telephone Number (Including Area Code) (212) 709-1900
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) NA	Telephone Number (Including Area Code)
Brief Description of Business	
Strategic advice and consulting to companies in various industries including, but not limited to retail, consume life sciences sectors.	er goods, defense, infrastructure, technology and
Type of Business Organization Corporation	olease specify): PROCESSED
Actual or Estimated Date of Incorporation or Organization: Month Year	nated SEP 2 6 2005
CN for Canada; FN for other foreign jurisdiction)	DE INUMSON
GENERAL INSTRUCTIONS	MANGUAL

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Mandell, Ross H. Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Recca, Michael Emmanuel Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Duma, Alexander Agim Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Fromm, Dr. Gary Full Name (Last name first, if individual) Walbrook House, 23-29 Walbrook, London EC4N 8LA Business or Residence Address (Number and Street, City, State, Zip Code) □ Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Pressler, Larry Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply Beneficial Owner Executive Officer General and/or Managing Partner Shea, Stephen Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer General and/or Managing Partner Sky Capital Ventures Inc. Full Name (Last name first, if individual) 110 Wall Street - 2nd Floor, New York, New York 10005 Business or Residence Address (Number and Street, City, State, Zip Code)

CCH B20443 0630

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? No Asswer also in Appendix, Column 2, if filling under ULOB.		B. INFORMATION ABOUT OFFERING		
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	1	Has the issuer sold or does the issuer intend to sell to non appreciated investors in this offering?	_	
2. What is the minimum investment that will be accepted from any individual?	٠.		L	Z
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer, from than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forin the information for that broker or dealer states, list the name of the broker or dealer, from the store of dealer coally. Full Name (Last name first, if individual) NA Business or Residence Address (Number and Street, City, State, Zip Code) Sky Capital, LLC Name of Associated Broker or Dealer 110 Wall States or check individual States) (Check "All States" or check individual States) AL AR A AZ AR CA CO CT DE DC FL GA HI DD MA MIT MN MIS MOO MT NE NV NH MY NN NN NC ND ON OR PA MIT NE NV NH MY NN NN NC ND ON OR PA MIT NE NV NH MY NN NN NN NC ND ON OR PA MIT NE NO NN TX UT VT VA WA WY WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or intends to Solicit Purchasers (Check "All States" or check individual States) All AR AZ AR CA CO CT DE DC FL GA HI DD MT NE NV NH NY NN	2	· · · · · · · · · · · · · · · · · · ·	\$15.00	10.00
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NA Business or Residence Address (Number and Street, City, State, Zip Code) Sky Capital, LLC Name of Associated Broker or Dealer 110 Wall Street - 80; Floor, New York, New York 10005 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC EL GA HI DD MT NE NV NH NN NN NN NC ND OH OK NE PA RI SC SD TN TX UT VT VA WA WA WV WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA HI NN NN NN NS NO ND OH OK OR PA NS NO NN NS		Hat is the Milliant investment that will be accepted from any marviedan.		
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NA Business or Residence Address (Number and Street, City, State, Zip Code) Sky Capital, LLC Name of Associated Broker or Dealer 10 Wall Street shi Pikop, New York, New York 10005 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All AK AZ AR CA CO CT DE DC PL CA HI ID III IN IA KS KY LA ME MD MA MI NAM MS MO MI NE NV NH NJ NM NY NC ND OH OK OR PA IRI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC II GA HI ID III IN IA KS KY LA ME MD MA WW WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All AK AZ AR CA CO CT DE DC FL GA HI ID NAME Of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check	3.	Does the offering permit joint ownership of a single unit?		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security Aggregate Offering Price Debt S Equity Common Preferred Convertible Securities (including warrants) Partnership Interests S Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. Amount Already Sold S \$ Amount Already Sold S \$ \$ Convertible Securities (including Preferred) S \$ \$ \$ \$ Amount Already Sold S \$ 0.00	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Equity				~
Common Preferred Partnership Interests S S		Debt	S	\$
Convertible Securities (including warrants) Partnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filling under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." **Number** Investors** Accredited Investors. Accredited Investors. Accredited Investors. Accredited Investors. Total (for fillings under Rule 504 only) Answer also in Appendix, Column 4, if filling under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 An NA S Regulation A Rule 504 An NA S Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) S Column Signal (in this offering) S (1,75,000,000) S (2,77,500,000) S (2,77,500,000) S (2,77,500,000) S (2,77,500,000) S (3,75,000,000) S (4,75,000,000) S (4,75,000,000) S (5,000,000) S (5,000,000) S (6,175,000,000) S (6,175,000,000) S (6,175,000,000) S (6,175,000,000) S (6,175,000,000) S (6,175,000,000) S (7,000,000) S (7,000,000) S (7,000,000) S (7,000,000		Equity	47,500,000.00	\$ 0.00
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Partnership Interests		Convertible Securities (including warrants)	S	\$
Chter (Specify S Total S 47,500,000.00 S 0.00 Answer also in Appendix, Column 3, if filing under ULOE.				\$
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors				
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount of Purchases				\$ 0.00
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Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total 3. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)				
Total (for filings under Rule 504 only) S Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Offering Security Sold Rule 505 Regulation A NA S Regulation A NA S Rule 504 Total NA S Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs S S 29,600.00 Legal Fees S Sales Commissions (specify finders' fees separately) S 6,175,000.00 Other Expenses (identify) S		Accredited Investors	4	\$ 1,269,000.00
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Offering Rule 505 Regulation A Rule 504 NA Rule 504 A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Egal Fees Seles Commissions (specify finders' fees separately) Other Expenses (identify) Sold Type of Offering Intervence Interve		Non-accredited Investors		\$
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Security Sold Rule 505 NA S Regulation A NA S Rule 504 NA S Total S A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees S Printing and Engraving Costs S Legal Fees S Accounting Fees S Engineering Fees S Sales Commissions (specify finders' fees separately) S Sales Commissions (speci		Total (for filings under Rule 504 only)		\$
sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505		Answer also in Appendix, Column 4, if filing under ULOE.		
Type of Offering Rule 505 NA \$ Regulation A NA \$ Rule 504 NA \$ Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ Printing and Engraving Costs \$ Printing and Engraving Costs \$ Accounting Fees \$ Sales Commissions (specify finders' fees separately) \$ Other Expenses (identify) \$ Security Sold NA \$ NA \$ PAR S NA \$ SOLD SO	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		·
Regulation A NA \$ Rule 504 NA \$ Total \$ \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ \$ 29,600.00 Legal Fees \$ \$ 277,500.00 Accounting Fees \$ \$ 80,000.00 Engineering Fees \$ \$ \$ 80,000.00 Cher Expenses (identify) \$ \$ 6,175,000.00 Cher Expenses (identify) \$ \$ \$ 6,175,000.00 Cher Expenses (identify) \$ \$ \$ 6,175,000.00 Cher Expenses (identify) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Type of Offering		
Rule 504		Rule 505	NA	\$
Total				\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ Printing and Engraving Costs \$ \$ 29,600.00 Legal Fees \$ \$ 277,500.00 Accounting Fees \$ \$ 80,000.00 Engineering Fees \$ \$ 6,175,000.00 Other Expenses (identify) \$ \$ 6,175,000.00		Rule 504	NA	\$
securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$\frac{29,600.00}{\text{S}}\$ Printing and Engraving Costs \$\frac{29,600.00}{\text{S}}\$ Legal Fees \$\frac{3,277,500.00}{\text{S}}\$ Accounting Fees \$\frac{3,000.00}{\text{S}}\$ Sales Commissions (specify finders' fees separately) \$\frac{5,175,000.00}{\text{S}}\$ Other Expenses (identify) \$\frac{5,175,000.00}{\text{S}}\$		Total		\$
Printing and Engraving Costs	4.	securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is		
Legal Fees		Transfer Agent's Fees		\$
Accounting Fees \$\times \\$ \\$0,000.00 Engineering Fees \$\times \\$ \\$6,175,000.00 Other Expenses (identify) \$\times \\$		Printing and Engraving Costs	🛛	\$ 29,600.00
Engineering Fees \$\ Sales Commissions (specify finders' fees separately) \$\ \$\ 6,175,000.00\$ Other Expenses (identify) \$\ \$\ \$		Legal Fees	🛛	\$ 277,500.00
Engineering Fees \$\ Sales Commissions (specify finders' fees separately) \$\ \$\ 6,175,000.00\$ Other Expenses (identify) \$\ \$\ \$		Accounting Fees		\$ 80,000.00
Sales Commissions (specify finders' fees separately) Other Expenses (identify) \$ 6,175,000.00				\$
Other Expenses (identify)			_	\$ 6,175,000.00
		Other Expenses (identify)		
				\$ 6,562,100.00

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$ 40,937,900.00
5.	Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	y purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	D	\$ 2,000,000.00	\$ 100,000.00
	Purchase of real estate]\$	
	Purchase, rental or leasing and installation of mac	chinery		□ <u></u>
	Construction or leasing of plant buildings and fac	_		\$ 250,000.00
	Acquisition of other businesses (including the val offering that may be used in exchange for the asses issuer pursuant to a merger)	ue of securities involved in this ets or securities of another		
	Repayment of indebtedness		 s	s
	Working capital		\$	\$ 38,587,900.00
	Other (specify):	-]\$	\$
			¬ \$	Г \$
	Column Totals		\$ 2,000,000.00	\$ 38,937,900.00
_	Total Payments Listed (column totals added)		<u></u> \$ 40	,937,900.00
		D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commiss	sion, upon writter	•
	uer (Print or Type)	Total to the second of the sec	Date	· · · · · · · · · · · · · · · · · · ·
	Capital Enterprises Inc.	 	September 72005	
va:	me of Signer (Print or Type)	Title of Signer (Print or Type)		
₹0:	ss H. Mandell	President		

-ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)